

NOMINATING CORPORATE GOVERNANCE AND PUBLIC POLICY COMMITTEE

Purpose

The Nominating, Corporate Governance and Public Policy Committee (Committee) of *mytravelgrab.com/Mytravelgrab.com* (MTG) & (Company) hereinafter regarded as one and the same, is appointed by the Board of Directors (Board) to assist the Board's responsibilities related to general corporate governance, including Board organization, membership and evaluation.

Committee Membership

The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are first formed by Committee and composed entirely of independent directors.

Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. These aforementioned meetings can be held in person or via conference call as deemed necessary by Committee. A majority of the Committee will comprise a quorum when all Committee members are unable to attend a meeting.

Committee Authority and Responsibilities

The Committee will have the authority, to the extent it deems necessary and appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval. The Committee will at least annually evaluate its own performance to determine whether or not it is functioning effectively.

The Committee, to the extent it deems necessary or appropriate, will:

- Identify individuals qualified to become members of the Board in accordance with search criteria. The Committee will also consider nominations for director received from shareholders, in accordance with the procedures published on the Company's Web site, whenever an active search for a new director is underway.
- Recommend to the Board, director nominees to fill vacancies on the Board as necessary.
- Recommend to the Board, director nominees to be presented for shareholder approval at the *mytravelgrab.com* annual meeting.
- Make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board criteria (such as, independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the shareholders) for the selection of individuals to be considered as candidates for election to the Board.
- Develop and recommend to the Board for approval a set of corporate governance principles applicable to the Company and review such principles at least annually and recommend changes as necessary.
- Oversee the evaluation of the Board and its committees, which may include developing and recommending an annual self-evaluation process.

